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KEE Holdings Company Limited

開易控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

PROFIT WARNING

This announcement is made by KEE Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to inform the shareholders and potential investors of the Company that, based on the preliminary assessment of the latest unaudited consolidated management accounts of the Group for the six months ended 30 June 2019, it is expected that the net profit attributable to the shareholders of the Company for the six months ended 30 June 2019 will be approximately 60% lower than that of the corresponding period in 2018 (the “**Profit Warning Statement**”). The decrease in the net profit attributable to the shareholders was primarily attributable to the increase in cost of production and increase in administrative expenses resulted from the establishment of a new production plant in Jingmen, the People’s Republic of China since September 2018.

The Company is still in the process of finalising the interim results of the Group for the six months ended 30 June 2019. The information contained in this announcement is only based on the Board’s preliminary assessment of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2019 and the latest information currently available to the Board, which have not been audited or reviewed by the Company’s auditors and the audit committee of the Company and may be subject to adjustments. The interim results of the Group for the six months ended 30 June 2019 are expected to be announced on 23 August 2019.

Reference is made to the announcement jointly issued by the Company and the Joint Offerors dated 10 July 2019 pursuant to Rule 3.5 of the Takeovers Code in respect of the unconditional mandatory cash offer for all the issued shares of the Company other than those already owned or agreed to be acquired by the Joint Offerors or parties acting in

concert with each of them (the “**Joint Announcement**”). Unless the context requires otherwise, terms defined in the Joint Announcement shall have the same meanings when used herein.

With the publication of the Joint Announcement, the offer period has commenced since 10 July 2019. Pursuant to Rule 10 of the Takeovers Code, the Profit Warning Statement constitutes a profit forecast and must be reported on by the Company’s financial adviser and auditors or reporting accountants. In view of the requirements of timely disclosures of the inside information under Rule 13.09 of the Listing Rules and the Inside Information Provisions, the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code. The Company would like to draw the attention of the Shareholders and potential investors of the Company that the Profit Warning Statement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus they are advised to exercise caution in placing reliance on the Profit Warning Statement in assessing the merits and demerits in dealing with the securities of the Company. It is expected that if the Composite Document in connection with the offers referred to in the Joint Announcement is despatched earlier than the Company’s announcement of its interim results for the six months ended 30 June 2019, reports from the Company’s financial adviser and auditors or reporting accountants on the Profit Warning Statement will be included in the Composite Document. However if the interim results announcement for the six months dated 30 June 2019 is published prior to the Composite Document and the relevant results together with the notes to the financial statements are included in the Composite Document, such reports are no longer required under the Takeovers Code.

Shareholders and potential investors of the Company should note that the Profit Warning Statement has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning Statement in assessing the merits and demerits of the Offer. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
KEE Holdings Company Limited
Wu David Hang
Chairman

Hong Kong, 14 August 2019

As at the date of this announcement, the executive Directors are Mr. Wu David Hang and Mr. Yau Chi Chiu; and the independent non-executive Directors are Mr. Yau Pak Yue, Mr. Lu Nim Joel and Mr. Leung Ka Tin.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.